
Section 1: 8-K (8-K)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): November 20, 2019

EQUITY RESIDENTIAL
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

1-12252
(Commission
File Number)

13-3675988
(IRS Employer
Identification Number)

ERP OPERATING LIMITED PARTNERSHIP
(Exact name of registrant as specified in its charter)

Illinois
(State or other jurisdiction
of incorporation)

0-24920
(Commission
File Number)

36-3894853
(IRS Employer
Identification Number)

**Two North Riverside Plaza
Suite 400, Chicago, Illinois**
(Address of principal executive offices)

60606
(Zip Code)

Registrant's telephone number, including area code (312) 474-1300

Not applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Trading

Name of each exchange

Title of each class	Symbol(s)	on which registered
Common Shares of Beneficial Interest, \$0.01 Par Value (Equity Residential)	EQR	New York Stock Exchange
7.57% Notes due August 15, 2026 (ERP Operating Limited Partnership)	N/A	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2of the Securities Exchange Act of 1934 (§240.12b-2of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

- (d) On November 20, 2019, Tahsinul Zia Huque was appointed as a Trustee of Equity Residential (the “Company”). In connection with Mr. Huque’s appointment, the size of the Company’s Board of Trustees was increased from 12 to 13. Mr. Huque was also appointed to serve on the Audit Committee effective as of such date. The Company has determined that Mr. Huque is independent of the Company and its management within the meaning of the New York Stock Exchange listing standards.

As a non-employee Trustee, Mr. Huque will receive an annual cash retainer of \$80,000, an annual retainer of \$160,000 to be paid in share options, restricted shares and/or restricted units, and an additional \$10,000 annual cash retainer for his service on the Audit Committee, with all such amounts prorated from the date of his appointment to the date of the Company’s 2020 Annual Meeting of Shareholders. The Company will enter into an Indemnification Agreement with Mr. Huque in substantially the same form that the Company has entered into with its other trustees and executive officers. The form of the Indemnification Agreement was filed as Exhibit 10.18 to the Company’s Form 10-Kfor the year ended December 31, 2003, filed with the Securities and Exchange Commission on March 12, 2004.

A copy of the press release announcing Mr. Huque’s appointment to the Company’s Board of Trustees is attached as Exhibit 99.1 to this Current Report on Form 8-Kand is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibit Number	Description
99.1	Press Release, dated November 20, 2019, announcing the appointment of Tahsinul Zia Huque to the Board of Trustees of Equity Residential.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EQUITY RESIDENTIAL

Date: November 20, 2019

By: /s/ Scott J. Fenster
Name: Scott J. Fenster
Its: Executive Vice President and General Counsel

ERP OPERATING LIMITED PARTNERSHIP

By: Equity Residential, its general partner

Date: November 20, 2019

By: /s/ Scott J. Fenster
Name: Scott J. Fenster
Its: Executive Vice President and General Counsel

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Section 2: EX-99.1 (EX-99.1)

NEWS RELEASE - FOR IMMEDIATE RELEASE

CONTACT: Marty McKenna

(312) 928-1901

NOVEMBER 20, 2019

Equity Residential Appoints T. Zia Huque to Board of Trustees

Chicago, IL—November 20, 2019—Equity Residential (NYSE: EQR) today announced the appointment of T. Zia Huque to the Company’s Board of Trustees to serve until the next annual meeting of shareholders. Mr. Huque, who will serve as a member of the Company’s Audit Committee, qualifies as an independent trustee under the New York Stock Exchange’s listing standards.

Mr. Huque, 51, served as the President and Chief Executive Officer of Deutsche Bank Securities Inc., the U.S. Broker Dealer of Deutsche Bank, until his departure in mid-2019. During Mr. Huque’s 30 year finance career on Wall Street, he held multiple executive positions in the United States and abroad while leading Investment Banking and Sales & Trading functions spanning many industries, products and clients. Also, during his career he was closely involved in creating the structure for public REITS to access the unsecured debt market.

“Zia brings tremendous experience in management, finance and capital markets as well as a great understanding of risk and the regulatory environment to our Company,” said Sam Zell, Equity Residential’s Chairman. “We are extremely pleased that Zia has joined our Board and we look forward to his many contributions over the coming years.”

About Equity Residential

Equity Residential is committed to creating communities where people thrive. The Company, a member of the S&P 500, is focused on the acquisition, development and management of rental apartment properties located in urban and high-density suburban communities where today’s renters want to live, work and play. Equity Residential owns or has investments in 308 properties consisting of 80,299 apartment units, primarily located in Boston, New York, Washington, D.C., Seattle, San Francisco, Southern California and Denver. For more information on Equity Residential, please visit our website at www.equityapartments.com.

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